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and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**THE BIG APPLE CIRCUS, LTD.**

**Debtor.**

**Chapter 11**

**Case No. 16-13297 (SHL)**

**NOTICE OF HEARING ON DEBTOR'S MOTION FOR  
ENTRY OF AN ORDER FURTHER EXTENDING TIME  
FOR THE DEBTOR TO FILE SCHEDULES AND STATEMENTS**

PLEASE TAKE NOTICE that a hearing on the *Debtor's Motion for Entry of an Order Further Extending Time for the Debtor to File Schedules and Statements* (the "Motion") will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), One Bowling Green, Room 701, New York, New York, 10004 on **January 11, 2017 at 2:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and (c) be filed with the Bankruptcy Court and served on the following parties **so as to be**

**actually received no later than 4:00 p.m. (Eastern Time) on January 4, 2017** (the “**Objection Deadline**”): (a) the Debtor, The Big Apple Circus, Ltd., One MetroTech Center North, Brooklyn, NY 11201; (b) counsel for the Debtor, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, Attn: M. Natasha Labovitz (nlabovitz@debevoise.com) and Christopher Updike (cupdike@debevoise.com); (c) the Office of the United States Trustee for the Southern District of New York, Region 2, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014; and (d) counsel to the Official Committee of the Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 780 Third Ave, Floor 34, New York, NY 10017, Attn: Robert J. Feinstein, Esq. (rfeinstein@pszjlaw.com), Maria Bove, Esq. (mbove@pszjlaw.com), and Steven Golden, Esq. (sgolden@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that unless a written objection to entry of the Motion, with proof of service, is timely filed and served by the Objection Deadline in accordance with this notice, the Debtor may submit to the Bankruptcy Court an order substantially in the form of the proposed order attached to the Motion, which order may be entered by the Bankruptcy Court without further notice or hearing.

Dated: December 23, 2016  
New York, New York

/s/ Christopher Updike

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**THE BIG APPLE CIRCUS, LTD.**

**Debtor.**

**Chapter 11**

**Case No. 16-13297 (SHL)**

**DEBTOR'S MOTION FOR ENTRY OF AN ORDER FURTHER EXTENDING  
TIME FOR THE DEBTOR TO FILE SCHEDULES AND STATEMENTS**

The above-captioned debtor and debtor in possession, The Big Apple Circus, Ltd. (the “**Circus**” or the “**Debtor**”), submits this motion, pursuant to sections 105(a) and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), rules 1007 and 9006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 1007-1 and 9013-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, further extending the deadline by which the Circus must file its schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “**Schedules and Statements**”) through and including February 3, 2017. In support of this motion, the Circus relies upon and incorporates by reference the “Declaration of Will Maitland Weiss, Executive

Director of The Big Apple Circus, Ltd., in Support of Chapter 11 Petition and First Day Pleadings" (the "**First Day Declaration**") [Docket No. 2] filed on November 20, 2016,<sup>1</sup> and respectfully states as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Background**

2. On November 20, 2016 (the "**Petition Date**"), the Circus commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Circus is authorized to continue to operate its business and manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On December 12, 2016, the Office of the United States Trustee for the Southern District of New York (the "**U.S. Trustee**") appointed an official committee of unsecured creditors (the "**Creditors' Committee**") pursuant to section 1102 of the Bankruptcy Code [Docket No. 43]. No request for the appointment of a trustee or examiner has been made in this chapter 11 case.

4. On the Petition Date, the Debtors filed a motion (the "**First Extension Motion**") [Docket No. 8] seeking entry of an order extending the deadline by which the Debtor must file its Schedules and Statements by approximately thirty days through and including January 3, 2017. On November 22, 2016, this Court entered an order [Docket No. 18] granting the First Extension Motion.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

**Relief Requested**

5. By this motion, pursuant to sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007 and 9006, and Local Bankruptcy Rules 1007-1 and 9013-1, the Circus respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, further extending the deadline by which the Circus must file the Schedules and Statements through and including February 3, 2017, without prejudice to the Circus' right to request further extensions of such deadline.

**Basis for Relief Requested**

6. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, the Circus was required to file its Schedules and Statements within 14 days of the Petition Date. 11 U.S.C. § 521(a); Fed. R. Bankr. P. 1007(b)(1), (c). Bankruptcy Rule 1007(c) provides that an extension of time to file the Schedules and Statements may be granted "on motion for cause shown." Fed. R. Bankr. P. 1007(c), 9006(b). Section 105(a) of the Bankruptcy Code grants the Court broad authority to issue any order that is necessary and appropriate to carry out the provisions of the Bankruptcy Code. 11 U.S.C. § 105(a).

7. The Circus submits that under the circumstances of its chapter 11 case, sufficient cause exists to further extend the deadline to file the Schedules and Statements. Completing the Schedules and Statements requires the expenditure of considerable time and effort by the Circus' very small administrative staff to collect, review and assemble the required information. Prior to the Petition Date, the Circus primarily focused on seeking emergency funding to avoid bankruptcy and negotiating the sale of its assets, while expeditiously preparing the necessary pleadings to commence this case. Since then, the Circus has diligently sought and obtained critical relief to administer this case and begun preparing the Schedules and Statements. However, given the amount of work entailed in completing the Schedules and Statements, and

the competing demands upon the Circus' limited personnel both before and during the initial postpetition period, the Circus will not be in a position to properly and accurately complete the Schedules and Statements by January 3, 2017. Nevertheless, recognizing the importance of the Schedules and Statements in this chapter 11 case, the Circus intends to complete the Schedules and Statements as quickly as possible under the circumstances. Accordingly, the Circus respectfully requests that the Court extend the deadline by when the Circus must file its Schedules and Statements by approximately thirty days through and including February 3, 2017.<sup>2</sup>

8. Courts in this district have routinely granted similar relief in other cases. See, e.g. In re SunEdison, Inc., Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. Jun. 8, 2016) [Docket No. 510] (granting debtors an additional forty four days subsequent to an initial extension to file their schedules and statements); In re Republic Airways Holdings Inc., Case No. 16-10429 (SHL) (Bankr. S.D.N.Y. Apr. 11, 2016) [Docket No. 330] (granting debtors 45 additional days subsequent to an initial extension to file their schedules and statements); In re Doral Financial Corporation, Case No. 15-10573 (SCC) (Bankr. S.D.N.Y. May 4, 2015) [Docket No. 131] (granting debtors 31 additional days subsequent to an initial extension to file their schedules and statements); In re dELiA\*s, Inc., Case No. 14-23678 (RDD) (Bankr. S.D.N.Y. Jan. 9, 2015) [Docket No. 133] (granting debtors 30 additional days subsequent to an initial extension to file their schedules and statements); In re Arcapita Bank B.S.C.(c), Case No. 12-11076 (SHL)

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<sup>2</sup> Pursuant to Local Bankruptcy Rule 9006-2, “[u]nless otherwise provided in the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, or order of the Court, when a motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, or order of the Court, with a return date that is no later than fourteen (14) days after the date of such filing or, if the Court is unable to schedule a return date within such period, as soon thereafter as the return date may be scheduled by the Court, the time shall automatically be extended until the Court resolves the motion to extend the time. An extension under this rule shall not require the issuance or entry of an order extending the time.” LBR 9006-2. As such, to the extent that the Court does not act on this motion prior to the deadline for the Circus to file its Schedules and Statements, such deadline shall be automatically extended until the Court acts on this motion.

(Bankr. S.D.N.Y. May 15, 2012) [Docket No. 141] (granting debtors 31 additional days subsequent to an initial extension to file their schedules and statements); In re Eastman Kodak Co., Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. Feb 28, 2012) [Docket No. 443] (granting debtors 30 additional days subsequent to an initial extension to file their schedules and statements); In re AMR Corp., Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Jan. 27, 2012) [Docket No. 881] (granting debtors 30 additional days subsequent to an initial extension to file their schedules and statements).<sup>3</sup> Accordingly, the Circus' request for an additional thirty days to file its Schedules and Statements is well within the range permitted by this Court.

9. The Circus reserves the right to seek further extension of the deadline to file its Schedules and Statements and requests that any relief granted with respect to this motion be without prejudice to the Circus' ability to seek further extensions or modifications of the requirements of section 521 of the Bankruptcy Code and Bankruptcy Rule 1007.

#### **Motion Practice**

10. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this motion. Accordingly, the Circus submits that this motion satisfies Local Bankruptcy Rule 9013-1(a).

#### **Notice**

11. The Circus has provided notice of this motion to: (a) the Office of the United States Trustee for the Southern District of New York, (b) the U.S. Attorney for the Southern District of New York, (c) the New York State Attorney General, (d) the New York City Department of Cultural Affairs, (e) the entities listed on the List of Creditors Holding the 20

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<sup>3</sup> Because of the voluminous nature of the orders cited herein, they are not attached to this motion. Copies of these orders are available upon request.

Largest Unsecured Claims, (f) counsel to the Creditors' Committee, and (g) all those persons and entities that have formally requested notice by filing a written request for notice, pursuant to Bankruptcy Rule 2002 and the Local Bankruptcy Rules. In light of the nature of the relief requested, the Circus respectfully submits that no further notice is necessary.

**Prior Requests**

12. This is the second request by the Debtor to extend the deadline by which the Debtor must file its Schedules and Statements. On November 22, 2016, this Court entered an order [Docket No. 18] extending such deadline through and including to January 3, 2017.

WHEREFORE, the Circus respectfully requests that the Court (a) enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein, and (b) grant such other and further relief as is just and proper.

Dated: December 23, 2016  
New York, New York

*/s/ Christopher Updike*

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Counsel to the Debtor  
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**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**THE BIG APPLE CIRCUS, LTD.**

**Debtor.**

**Chapter 11**

**Case No. 16-13297 (SHL)**

**ORDER FURTHER EXTENDING TIME FOR THE  
DEBTOR TO FILE SCHEDULES AND STATEMENTS**

Upon the motion (the “**Motion**”)<sup>1</sup> of the Circus, pursuant to sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007 and 9006, and Local Bankruptcy Rules 1007-1 and 9013-1, for entry of an order further extending the deadline by which the Circus must file the Schedules and Statements, all as further set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion and opportunity for objection having been given under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Circus, its estates, its creditors and all parties in interest; and any objections to the Motion having been withdrawn or overruled on the merits; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2. The deadline for the Circus to file its Schedules and Statements is extended through and including February 3, 2017.

3. Entry of this Order and the relief granted herein is without prejudice to the Circus' right to seek further extensions of time within which to file its Schedules and Statements.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2017

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HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE